

ASSIGNMENT OF NOTE AND DEED OF TRUST

FOR AND IN CONSIDERATION of the sum of One Dollar (\$1.00), and other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, ABC PROPERTIES, LLC, by and through its authorized official, does hereby assign, set over and transfer unto FIRST SECURITY BANK of Olive Branch, Mississippi, all its right, title and interest in and to that certain Deed of Trust executed by James M. Duncan d/b/a Southern Cross Builders to James E. Woods, Trustee for ABC Properties, LLC, dated December 18, 2001, and recorded in Book 1435, Page 234 of the Deed of Trust Records, Chancery Clerk's Office, DeSoto County, Mississippi, together with a note evidencing the indebtedness secured thereby in the original principal amount of \$39,000.00. The undersigned warrants that the outstanding balance at this time is \$39,000.00.

This the 19th of December, 2001.

ABC PROPERTIES, L.L.C.

BY: Barry Carter
BARRY CARTER, Chief Manager

STATE OF MISSISSIPPI

COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for said county and state, on this the 19th day of December, 2001, within my jurisdiction, the within named BARRY CARTER, who acknowledged that he is the Chief Manager of ABC PROPERTIES, LLC., a Mississippi Limited Liability Company, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

My Commission Expires: 10/1/02

PREPARED BY AND RETURN TO:

James E. Woods

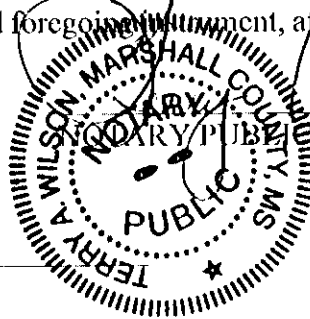
Watkins Ludlam Winter & Stennis, P.A.

P.O. Box 1456

Olive Branch, MS 38654

662-895-2996

F#00931. 11292 DUNCAN/ABC PROPERTIES



STATE MS - DESOTO CO.

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W.E. DAVIS CLERK